

**IN THE UNITED STATES DISTRICT COURT
FOR THE EASTERN DISTRICT OF TEXAS
MARSHALL DIVISION**

GEOTAG, INC., *et al.*,

Plaintiff,

v.

ZOOSK, INC.,

Defendant.

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No. 2:11-cv-00403-MHS

JURY TRIAL DEMANDED

DECLARATION OF JOHN W. VEENSTRA

I, John W. Veenstra, hereby declare as follows:

1. I have personal knowledge of the facts set forth in this Declaration. I am competent to testify as to all matters stated, and I am not under any legal disability that would in any way preclude me from testifying.

2. I am Chief Executive Officer of GeoTag, Inc. (“GeoTag”), the Plaintiff in this case. I am also the primary named inventor of United States Patent No. 5,930,474 entitled “Internet Organizer for Accessing Geographically and Topically Based Information” (the “’474 patent”) – the patent at issue in this lawsuit.

3. GeoTag is a provider of patented online and mobile applications focused around geolocation technology. GeoTag’s technology is based on fundamental technology described in the ’474 Patent. The patented GeoTag technology is a spatial information management technology that makes possible a wide range of location enabled online and mobile applications. GeoTag location based technology is used in web and mobile applications such as yellow pages, classifieds, search and advertising, dating sites, career locators, product locators, store locators, dealer locators, job search sites, dating search sites, event locators, daily deals and coupons, in

store availability, in store pick-up and other applications. GeoTag offers companies providing these online and mobile applications the opportunity to license the GeoTag technology.

4. GeoTag is the owner of the '474 Patent. GeoTag is incorporated under the laws of the State of Texas with its headquarters and principal place of business located at 2591 Dallas Parkway, Suite 505, Frisco, Texas, 75034 - 8557, which is located in the Eastern District of Texas. GeoTag's Frisco, Texas headquarters consists of 3,531 sq. ft. of office space. GeoTag currently pays rent for this office space of \$6,350/month pursuant to a 42-month lease.

5. GeoTag and its predecessors involved in the licensing and enforcement of the '474 patent have been located in the Eastern District of Texas since 2007. GeoTag's immediate predecessor, GeoTag Inc., was incorporated under the laws of the State of Delaware in July 2010 and had its principal place of business and executive offices located at 555 Republic Drive Suite 200, Plano, Texas, 75074, located in the Eastern District of Texas. On or about October 10, 2011, the Delaware corporation GeoTag Inc., was merged into the Texas corporation GeoTag, Inc. A true and correct copy of the Certificate of Merger filed with the Secretary of State of the State of Texas is attached as Exhibit A. On June 15, 2006, the '474 Patent was assigned to YellowOne Investments, which then assigned the Patent to GeoMas (International) Limited in 2007. GeoMas granted an exclusive license to GeoTag Management Group, LLC in 2007. The operations of GeoTag Management Group, LLC were located in Plano, Texas and Minneapolis, Minnesota. From 2007 to 2009, I served as Chief Executive Officer of GeoTag Management Group.

6. GeoTag's executive management consists of me as Chief Executive Officer and Lawrence P. Howorth as President and Chief Financial Officer. I have resided in Plano, Texas

located in the Eastern District of Texas since 2007. Mr. Howorth resides in Plano, Texas, located within the Eastern District of Texas.

7. Substantially all of GeoTag's business activities, including meetings of GeoTag's Board of Directors, take place in the Eastern District of Texas.

8. GeoTag contracts with support services primarily in Texas rather than hiring full time employees depending on the particular requirements. The company contracts with third parties in the areas of, for example, Investor Relations, Public Relations, Tax, Accounting, Legal, IT, Product Development, Insurance and Personnel and Payroll services. GeoTag has employed and continues to employ several independent contractors in connection with its business. GeoTag currently employs at least five (5) independent contractors at GeoTag's Frisco, Texas headquarters who work regular office hours Monday through Friday from 8:00 am to 5:00pm except holidays. At certain times, depending on workload, GeoTag has employed from six (6) to (12) full time independent contractors at its headquarters in the Frisco, Texas.

9. GeoTag has hundreds of thousands of pages of physical and electronic documents relating to the `474 patent located at its Frisco, Texas headquarters (and the Dallas, Texas office of its counsel). These documents include documents relating to the conception, reduction to practice, patent prosecution, licensing and enforcement of the `474 patent (such as *GeoMas v. Idearac*).

10. GeoTag and its predecessors have developed and marketed a fully functioning yellow pages website called Zland Yellow Pages, which is currently operated from GeoTag's headquarters in Frisco, Texas, and employs the technology covered by the `474 patent. ZLAND Yellow Pages provides directory listing services and advertising to Texas businesses, organizations, local governments, community event organizers, churches, schools and

universities. While GeoTag operates on a multiple server platform, GeoTag's primary server is located in Dallas, TX.

11. From 1995-1999, ZLand, LLC and ZLAND, Inc., operated the website zland.com and had customers such as foodstream.com and ci-net.com. As a result of the dot.com market crash in 1999, the ZLand.com business was wound down in 2002. In 2007, after the '474 Patent was assigned to Yellowone Investments (later renamed GeoMas (International) Limited), the ZLAND Yellow Pages business was re-launched and operated until it went dormant in late 2009. In the fall of 2010, after the '474 Patent was assigned to Geo Tag's predecessor (GeoTag Inc.), GeoTag began working on the re-launch of the ZLAND Yellow Pages. GeoTag, Inc.'s wholly owned subsidiary, Pikku Kaveri, LLC, re-launched the ZLAND Yellow Pages in April 2011. In March of 2012, GeoTag acquired new software and executed a Software and Mobile development contract with IDC Networks of South Dakota. In April of 2012, GeoTag launched its new updated site with the new acquired software.

12. The co-inventors of the '474 Patent are located in Pleasanton, CA and Chicago, IL, while the lead inventor is located in Plano, TX. The co-inventors have agreed that they are willing witnesses and would travel to the Eastern District of Texas.

I declare under penalty of perjury under the laws of the United States that the foregoing is true and correct.

Executed on this 20th day of July, 2012 in Frisco, Texas.


John Veenstra